

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SALEM HARBOR POWER
DEVELOPMENT LP (f/k/a Footprint Power
Salem Harbor Development LP), *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10239 (MFW)

(Jointly Administered)

Ref. D.I. 59, 114

**SUPPLEMENTAL DECLARATION OF BRIAN S. HERMANN
IN SUPPORT OF DEBTORS' APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF PAUL, WEISS,
RIFKIND, WHARTON & GARRISON LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE**

I, BRIAN S. HERMANN, make this supplemental declaration under 28 U.S.C. § 1746:

1. I am a partner in the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”), an international law firm with its principal offices at 1285 Avenue of the Americas, New York, New York 10019. I am the lead attorney from Paul, Weiss working on the above-captioned Chapter 11 Cases. I am a member in good standing of the Bar of the State of New York.

2. I submit this supplemental declaration (this “Supplemental Declaration”) to supplement my original declaration (the “Original Declaration”) in support of the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Paul, Weiss,*

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Salem Harbor Power Development LP (f/k/a Footprint Power Salem Harbor Development LP) (1360); Highstar Salem Harbor Holdings GP, LLC (f/k/a Highstar Footprint Holdings GP, LLC) (2253); Highstar Salem Harbor Power Holdings L.P. (f/k/a Highstar Footprint Power Holdings L.P.) (9509); Salem Harbor Power FinCo GP, LLC (f/k/a Footprint Power Salem Harbor FinCo GP, LLC) (N/A); Salem Harbor Power FinCo, LP (f/k/a Footprint Power Salem Harbor FinCo, LP) (9219); and SH Power DevCo GP LLC (f/k/a Footprint Power SH DevCo GP LLC) (9008). The location of the Debtors’ service address is: c/o Tateswood Energy Company, LLC, 480 Wildwood Forest Drive, Suite 475, Spring, Texas 77380.

*Rifkind, Wharton & Garrison LLP as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date [D.I. 59] (the “Application”).*² Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts set forth herein.

3. This Supplemental Declaration seeks to supplement certain matters regarding Paul, Weiss’s engagement by the Debtors in these Chapter 11 Cases.

4. As disclosed in the Original Declaration, Paul, Weiss represents, and in the past has represented, Oaktree Capital Management, L.P. and certain of its affiliates (collectively, “Oaktree”) in a variety of matters unrelated to the Chapter 11 Cases. Oaktree, through certain managed or advised funds, indirectly owns equity interests in the Debtors. As disclosed in the Original Declaration, total fee receipts for matters in which Paul, Weiss represented Oaktree accounted for less than 1% of Paul, Weiss’s fee receipts for the period covering the last twelve months ending February 28, 2022. For the avoidance of doubt, total fee receipts for matters in which Paul, Weiss represented Oaktree likewise accounted for less than 1% of Paul, Weiss’s fee receipts for the period covering the last twelve months ending May 31, 2022.

5. While Paul, Weiss’s representation of Oaktree was disclosed in the Original Declaration, our review inadvertently failed to identify with specificity a joint representation of Oaktree and Mr. Ian Schapiro, one of the Debtors’ board members, in an unrelated matter currently pending before the Delaware Court of Chancery (the “Chancery Action”).³ For the avoidance of doubt, Paul, Weiss represents Oaktree affiliate Oaktree Power Opportunities Fund III Delaware, L.P. and Mr. Schapiro as named defendants in the Chancery Action, a case

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

³ The Chancery Action is captioned *Jacobs v. Meghji*, C.A. No. 2019-1022-MTZ (Del. Ch. 2019).

concerning the Oaktree-managed fund's investment in Infrastructure & Energy Alternatives, Inc. ("IEA"), of which Mr. Schapiro serves as a director.

6. Immediately upon learning of this inadvertent oversight in disclosure, I filed this Supplemental Declaration to disclose to the Court and all Parties in Interest Paul, Weiss's joint representation of Oaktree and Mr. Schapiro in the Chancery Action. For the avoidance of doubt, IEA is not a Party in Interest in these Chapter 11 Cases, and Paul, Weiss's representation of Oaktree and Mr. Schapiro in connection with the Chancery Action is entirely unrelated to the Debtors and these Chapter 11 Cases. As such, I do not believe Paul, Weiss's current representation of Oaktree and Mr. Schapiro in the Chancery Action affects Paul, Weiss's "disinterested" status for purposes of 11 U.S.C. § 327(a). Moreover, the Debtors have retained co-counsel, Young Conaway Stargatt & Taylor, LLP to address, to the extent necessary, matters involving any conflicts among the Debtors and Oaktree.

7. Paul, Weiss reserves the right to supplement the disclosures set forth herein and in the Original Declaration as, and to the extent, additional relationships come to our attention. To the extent that I become aware of any additional relationships that may be relevant to Paul, Weiss's representation of the Debtors, I will promptly file a supplemental declaration with the Court.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: June 21, 2022

/s/ Brian S. Hermann
Brian S. Hermann
Partner
Paul, Weiss, Rifkind, Wharton & Garrison LLP